

**ORIGINAL**

*(Handwritten signature)*  
 Craig S. Primis (CP 5017)  
 KIRKLAND & ELLIS LLP  
 655 Fifteenth Street, N.W.  
 Washington, D.C. 20005-5793  
 Telephone: (202) 879-5921  
 Facsimile: (202) 879-5200

UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

L. A. MURPHY, MARVIN STERNHELL,  
 and HENOCH KAIMAN, on their own behalf  
 and on behalf of all others similarly situated,

Plaintiffs,

- against -

KOHLBERG KRAVIS ROBERTS &  
 COMPANY; CARLYLE GROUP;  
 CLAYTON, DUBILIER & RICE; SILVER  
 LAKE PARTNERS; BLACKSTONE  
 GROUP; BAIN CAPITAL LLC; THOMAS  
 H. LEE PARTNERS; TEXAS PACIFIC  
 GROUP; MADISON DEARBORN  
 PARTNERS; APOLLO MANAGEMENT LP;  
 PROVIDENCE EQUITY PARTNERS;  
 MERRILL LYNCH AND CO., INC.; and  
 WARBURG PINCUS, LLP.,

Murphy et al v. Kohlberg Kravis Roberts & Company et al  
 Defendants.

Case No.: 06 CV 13210 (LLS)

ECF Case

**MOTION TO ADMIT COUNSEL  
*PRO HAC VICE***

2007 JAN 31 PM 12:22  
 U.S. DIST. CT.  
 N.Y.

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Craig S. Primis, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of:

Applicant's Name:	Thomas D. Yannucci, P.C.
Firm Name:	Kirkland & Ellis LLP
Address:	655 Fifteenth Street, N.W.
City/State/Zip:	Washington, D.C. 20005-5793
Phone Number:	(202) 879-5056
Fax Number:	(202) 879-5200

Applicant's Name:	Christopher Landau
Firm Name:	Kirkland & Ellis LLP
Address:	655 Fifteenth Street, N.W.
City/State/Zip:	Washington, D.C. 20005-5793
Phone Number:	(202) 879-5081
Fax Number:	(202) 879-5200

Applicant's Name:	James H. Mutchnik, P.C.
Firm Name:	Kirkland & Ellis LLP
Address:	200 East Randolph Drive
City/State/Zip:	Chicago, IL 60601-6636
Phone Number:	(312) 861-2350
Fax Number:	(312) 861-2200

Applicant's Name:	Michael F. Williams
Firm Name:	Kirkland & Ellis LLP
Address:	655 Fifteenth Street, N.W.
City/State/Zip:	Washington, D.C. 20005-5793
Phone Number:	(202) 879-5121
Fax Number:	(202) 879-5200

Thomas D. Yannucci, P.C. is a member in good standing of the Bar of the State of Ohio and the District of Columbia. Christopher Landau is a member in good standing of the Bar of the District of Columbia. James H. Mutchnik, P.C. is a member in good standing of the Bar of the State of Illinois. Michael F. Williams is a member in good standing of the Bar of the State of New Jersey and the District of Columbia.

There are no pending disciplinary proceedings against Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., or Michael F. Williams in any State or Federal court.

Dated: January 30, 2007

Washington, D.C.

  
\_\_\_\_\_  
Craig S. Primis (CP 3017)  
KIRKLAND & ELLIS LLP  
650 Fifteenth Street, N.W.  
Washington, D.C. 20005-5793  
Telephone: (202) 879-5921  
Facsimile: (202) 879-5200

*Attorneys for Defendant Bain Capital LLC*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

L. A. MURPHY, MARVIN STERNHELL,  
and HENOCH KAIMAN, on their own behalf  
and on behalf of all others similarly situated,

Plaintiffs,

- against -

KOHLBERG KRAVIS ROBERTS &  
COMPANY; CARLYLE GROUP;  
CLAYTON, DUBILIER & RICE; SILVER  
LAKE PARTNERS; BLACKSTONE  
GROUP; BAIN CAPITAL LLC; THOMAS  
H. LEE PARTNERS; TEXAS PACIFIC  
GROUP; MADISON DEARBORN  
PARTNERS; APOLLO MANAGEMENT LP;  
PROVIDENCE EQUITY PARTNERS;  
MERRILL LYNCH AND CO., INC.; and  
WARBURG PINCUS, LLP.,

Defendants.

Case No.: 06 CV 13210 (LLS)

ECF Case

**AFFIDAVIT OF  
CRAIG S. PRIMIS  
IN SUPPORT OF  
MOTION TO ADMIT  
COUNSEL *PRO HAC VICE***

Craig S. Primis, being duly sworn, hereby deposes and says as follows:

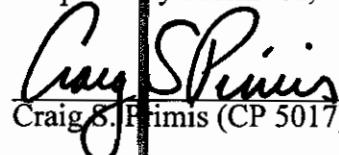
1. I am Craig S. Primis at Kirkland & Ellis LLP, counsel for Defendant Bain Capital LLC in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to admit Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams as counsel *pro hac vice* to represent Defendant Bain Capital LLC in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1996. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. Applicants Thomas D. Yannucci, P.C., Christopher Landau, and Michael F. Williams are attorneys at Kirkland & Ellis LLP, 655 Fifteenth Street, N.W., Washington D.C., 20005. Applicant James H. Mutchnik, P.C., is an attorney at Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois, 60601.
4. I have found Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams to be skilled attorneys and persons of integrity. They are experienced in federal practice and familiar with the Federal Rules of Procedure.
5. Accordingly, I am pleased to move the admission of Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams, *pro hac vice*.

6. I respectfully submit a proposed order granting the admission of Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams, *pro hac vice*, which is attached hereto as Exhibit A.
7. I respectfully submit certificates of good standing, issued within the last thirty days, from each of the states for which applicants Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams are members of the bar. The certificates of good standing are attached hereto as Exhibit B.

WHEREFORE it is respectfully requested that the motion to admit Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams, *pro hac vice*, to represent Defendant Bain Capital LLC in the above captioned matter, be granted.

Dated: January 30, 2007  
Washington, DC

Respectfully submitted,

  
\_\_\_\_\_  
Craig S. Primis (CP 5017)

DISTRICT OF Columbia  
Sworn to before me  
the 30th day of January, 2007

  
\_\_\_\_\_  
NOTARY PUBLIC

Elizabeth A. Ester  
Notary Public, District of Columbia  
My Commission Expires 07-14-2007

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

L. A. MURPHY, MARVIN STERNHELL,  
and HENOCH KAIMAN, on their own behalf  
and on behalf of all others similarly situated,

Plaintiffs,

- against -

KOHLBERG KRAVIS ROBERTS &  
COMPANY; CARLYLE GROUP;  
CLAYTON, DUBILIER & RICE; SILVER  
LAKE PARTNERS; BLACKSTONE  
GROUP; BAIN CAPITAL LLC; THOMAS  
H. LEE PARTNERS; TEXAS PACIFIC  
GROUP; MADISON DEARBORN  
PARTNERS; APOLLO MANAGEMENT LP;  
PROVIDENCE EQUITY PARTNERS;  
MERRILL LYNCH AND CO., INC.; and  
WARBURG PINCUS, LLP.,

Defendants.

Case No.: 06 CV 13210 (LLS)

ECF Case

**ORDER FOR ADMISSION  
*PRO HAC VICE*  
ON WRITTEN MOTION**

Upon the motion of Craig S. Primis, attorney for Bain Capital LLC, and said  
sponsor attorney's affidavit in support,

**IT IS HEREBY ORDERED** that

Applicant's Name:	Thomas D. Yannucci, P.C.
Firm Name:	Kirkland & Ellis LLP
Address:	655 Fifteenth Street, N.W.
City/State/Zip:	Washington, D.C. 20005-5793
Phone Number:	(202) 879-5050
Fax Number:	(202) 879-5200

Applicant's Name:	Christopher Landau
Firm Name:	Kirkland & Ellis LLP
Address:	655 Fifteenth Street, N.W.
City/State/Zip:	Washington, D.C. 20005-5793
Phone Number:	(202) 879-5087
Fax Number:	(202) 879-5200

Applicant's Name:	James H. Mutchnik, P.C.
Firm Name:	Kirkland & Ellis LLP
Address:	200 East Randolph Dr.
City/State/Zip:	Chicago, IL 60601-6636
Phone Number:	(312) 861-2350
Fax Number:	(312) 861-2200

Applicant's Name: Michael F. Williams  
Firm Name: Kirkland & Ellis LLP  
Address: 655 Fifteenth Street, N.W.  
City/State/Zip: Washington, D.C. 20005-5793  
Phone Number: (202) 879-5121  
Fax Number: (202) 879-5201

are admitted to practice *pro hac vice* as counsel for Main Capital LLC in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nyscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: \_\_\_\_\_, 2007

New York, New York

---

United States District Judge

# The Supreme Court of Ohio

## C E R T I F I C A T E

I, RICHARD A. DOVE, Director of the Attorney Services Division of the Supreme Court of Ohio, do hereby certify that I am the custodian of the records of the Attorney Registration Section of the Supreme Court and that the Attorney Services Division is responsible for reviewing Court records to determine the status of Ohio attorneys. I further certify that, having fulfilled all of the requirements for admission to the practice of law in Ohio,

Thomas David Vannucci

was admitted to the practice of law in Ohio on January 14, 1977; is in good standing with the Supreme Court of Ohio; but has registered as an inactive attorney pursuant to the Supreme Court Rules for the Government of the Bar of Ohio and, therefore, is not currently entitled to practice law in this state. An attorney may request a change of status from inactive to active by filing a new certificate of registration and paying the registration fee.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed the seal of the Supreme Court, this 24th day of January, 2007.

RICHARD A. DOVE

*Director, Attorney Services Division*

*Richard A. Dove*  
Manager, Attorney Registration and CLE Section



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D.C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

THOMAS D. YANNUCCI

was on the 18<sup>th</sup> day of December, 1981

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on January 24, 2007.

GARLAND PINKSTON, JR., CLERK

By:

*Randy Al.*  
Deputy Clerk



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D.C. 20001  
202 / 879-7710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia  
Court of Appeals, do hereby certify that

CHRISTOPHER LANDAU

was on the 12<sup>th</sup> day of October, 1990

duly qualified and admitted as an attorney and counselor and  
entitled to practice before this Court and is, on the date  
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have  
hereunto subscribed my name  
and affixed the seal of this  
Court at the City of  
Washington, D.C., on January  
24, 2007.

GARLAND PINKSTON, JR., CLERK

By: *Barry C.L.*  
Deputy Clerk

## Certificate of Admission To the Bar of Illinois

I, Juleann Hornyak, Clerk of the Supreme Court of Illinois, do hereby certify that

James Howard Mutchnik

has been duly licensed and admitted to practice as an Attorney and Counselor of Law within this State; has duly taken the required oath to support the CONSTITUTION OF THE UNITED STATES and of the STATE OF ILLINOIS, and also the oath of office prescribed by law, that said name was entered upon the Roll of Attorneys and Counselors in my office on November 14, 1989 and is in good standing, so far as the records of this office disclose.

In Witness Whereof, I have hereunto placed my hand and affixed the seal of said Supreme Court, at Springfield, in said State, this Wednesday, January 24, 2007.



Clerk

# Supreme Court of New Jersey

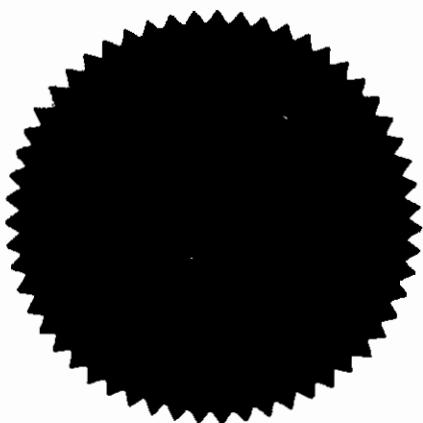


## Certificate of Good Standing

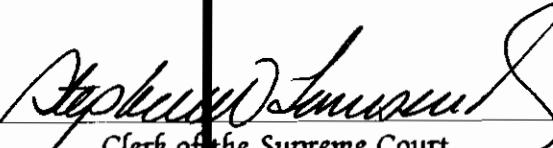
This is to certify that **MICHAEL F WILLIAMS**  
(No. **024952001**) was constituted and appointed an Attorney at Law of New Jersey on **January 03, 2002** and, as such, has been admitted to practice before the Supreme Court and all other courts of this State as an Attorney at Law, according to its laws, rules, and customs.

I further certify that as of this date, the above-named is an Attorney at Law in Good Standing. For the purpose of this Certificate, an attorney is in "Good Standing" if the Court's records reflect that the attorney: 1) is current with all assessments imposed as a part of the filing of the annual Attorney Registration Statement, including, but not limited to, all obligations to the New Jersey Lawyers' Fund for Client Protection; 2) is not suspended or disbarred from the practice of law; 3) has not resigned from the Bar of this State; and 4) has not been transferred to Disability Inactive status pursuant to Rule 1:20-12.

*Please note that this Certificate does not constitute confirmation of an attorney's satisfaction of the administrative requirements of Rule 1:21-1(a) for eligibility to practice law in this State.*



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Supreme Court, at Trenton, this  
25TH day of January , 2007

  
Stephen J. Munzer  
Clerk of the Supreme Court



District of Columbia Court of Appeals  
Committee on Admissions  
500 Indiana Avenue, N.W. — Room 4200  
Washington, D.C. 20001  
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

MICHAEL F. WILLIAMS

---

was on the 10<sup>th</sup> day of May 2004

---

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on January 24, 2007.

GARLAND PINKSTON, JR., CLERK

By: Rickey Carl  
Deputy Clerk

CERTIFICATE OF SERVICE

I, Craig S. Primis, counsel for Bain Capital L.L.C., hereby certify that on the 30th day of January, 2007, I caused true and correct copies of the foregoing (1) Motion to Admit Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams *Pro Hac Vice*; (2) Affidavit of Craig S. Primis in Support of Motion to Admit Counsel *Pro Hac Vic*; and (3) [Proposed] Order for Admission *Pro Hac Vice* of Thomas D. Yannucci, P.C., Christopher Landau, James H. Mutchnik, P.C., and Michael F. Williams to be served by first class mail upon the following:

Fred T. Isquith  
Gregory Nespole  
Gustavo Bruckner  
WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP  
270 Madison Avenue  
New York, NY 10016

*Attorneys for Plaintiffs L.A. Murphy,  
Marvin Sternhell and Henoch Kaiman*

Joseph F. Tringali  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, NY 10017-3954

*Attorneys for Defendant  
Kohlberg Kravis Roberts & Company*

E. Marcellus Williamson  
LATHAM & WATKINS LLP  
555 11<sup>th</sup> Street, NW  
Washington, DC 20004-1304

*Attorneys for Defendant TC Group, L.L.C.  
(sued herein as Carlyle Group)*

Wesley R. Powell  
HUNTON & WILLIAMS LLP  
200 Park Avenue  
New York, NY 10166

*Attorneys for Defendant  
Silver Lake Partners*

Mary Jane Edelstein Fait  
WOLF HALDENSTEIN ADLER  
FREEMAN & HERZ LLP  
55 West Monroe Street, Suite 1111  
Chicago, IL 60603

*Attorneys for Plaintiffs L.A. Murphy,  
Marvin Sternhell and Henoch Kaiman*

Kenneth Conboy  
LATHAM & WATKINS LLP  
385 Third Avenue, Suite 1000  
New York, NY 10022

*Attorneys for Defendant TC Group, L.L.C.  
(sued herein as Carlyle Group)*

John H. Hall  
DEBEVOISE & PLIMPTON LLP  
919 Third Avenue  
New York, NY 10022

*Attorneys for Defendant  
Clayton, Dubilier & Rice*

Kevin J. Arquit  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, NY 10017-3954

*Attorneys for Defendant  
Blackstone Group*

Peter C. Thomas  
SIMPSON THACHER & BARTLETT LLP  
601 Pennsylvania Avenue, NW  
Washington, DC 20004

*Attorneys for Defendant  
Blackstone Group*

Ian Thomas Simmons  
Richard George Parker  
O'MELVENY & MEYERS LLP  
1625 Eye Street, NW  
Washington, DC 20006

*Attorneys for Defendant  
Apollo Management LP*

Nancy G. Milburn  
ARNOLD & PORTER LLP  
399 Park Avenue  
New York, NY 10022

*Attorneys for Defendant  
Tarrant Partners, L.P.  
(sued herein as Texas Pacific Group)*

Richard C. Godfrey, P.C.  
J. Robert Robertson  
Andrew P. Bautista  
Harry N. Niska  
KIRKLAND & ELLIS LLP  
200 East Randolph Drive  
Chicago, IL 60601

*Attorneys for Defendant  
Madison Dearborn Partners*

Peter A. Bellacosa  
KIRKLAND & ELLIS LLP  
Citigroup Center  
153 East 53<sup>rd</sup> Street  
New York, NY 10022

*Attorneys for Defendant  
Madison Dearborn Partners*

Mark L. Kovner  
Chong S. Park  
KIRKLAND & ELLIS LLP  
55 Fifteenth Street, N.W.  
Washington, D.C. 20005-5793

*Attorneys for Defendant  
Madison Dearborn Partners*

William J. Baer  
ARNOLD & PORTER LLP  
55 Twelfth Street, NW  
Washington, DC 20004

*Attorneys for Defendant  
Tarrant Partners, L.P.  
(sued herein as Texas Pacific Group)*

Melene D. Jaffe  
VEIL, GOTSHAL & MANGES LLP  
167 Fifth Avenue  
New York, NY 10153

*Attorneys for Defendant  
Thomas H. Lee Partners*

James C. Egan, Jr.  
WEIL, GOTSHAL & MANGES LLP  
1300 Eye Street, NW  
Washington, DC 20005

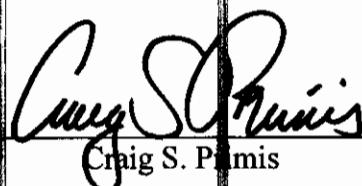
*Attorneys for Defendant  
Providence Equity Partners*

Richard L. Posen  
WILKIE FARR & GALLAGHER LLP  
187 Seventh Avenue  
New York, NY 10019

*Attorneys for Defendant  
Warburg Pincus LLC*

Kenneth M. Kramer  
SHEARMAN & STERLING LLP  
599 Lexington Avenue  
New York, NY 10022

*Attorneys for Defendant  
Merrill Lynch & Co., Inc.*



Craig S. Primis

**ORIGINAL**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORKL. A. MURPHY, MARVIN STERNHELL,  
and HENOCH KAIMAN, on their own behalf  
and on behalf of all others similarly situated,

Plaintiffs,

- against -

KOHLBERG KRAVIS ROBERTS &  
COMPANY; CARLYLE GROUP;  
CLAYTON, DUBILIER & RICE; SILVER  
LAKE PARTNERS; BLACKSTONE  
GROUP; BAIN CAPITAL LLC; THOMAS  
H. LEE PARTNERS; TEXAS PACIFIC  
GROUP; MADISON DEARBORN  
PARTNERS; APOLLO MANAGEMENT LP;  
PROVIDENCE EQUITY PARTNERS;  
MERRILL LYNCH AND CO., INC.; and  
WARBURG PINCUS, LLP.,

Defendants.

Case No.: 06 CV 13210 (LLS)

ECF Case

**ORDER FOR ADMISSION  
*PRO HAC VICE*  
ON WRITTEN MOTION**Upon the motion of Craig S. Primis, attorney for Bain Capital LLC, and said  
sponsor attorney's affidavit in support,**IT IS HEREBY ORDERED** that

Applicant's Name:	Thomas D. Yamnucci, P.C.
Firm Name:	Kirkland & Ellis LLP
Address:	655 Fifteenth Street, N.W.
City/State/Zip:	Washington, D.C. 20005-5793
Phone Number:	(202) 879-5050
Fax Number:	(202) 879-5200

Applicant's Name:	Christopher Landau
Firm Name:	Kirkland & Ellis LLP
Address:	655 Fifteenth Street, N.W.
City/State/Zip:	Washington, D.C. 20005-5793
Phone Number:	(202) 879-5081
Fax Number:	(202) 879-5200

Applicant's Name:	James H. Mutchnik, P.C.
Firm Name:	Kirkland & Ellis LLP
Address:	200 East Randolph Dr.
City/State/Zip:	Chicago, IL 60601-6636
Phone Number:	(312) 861-235
Fax Number:	(312) 861-220

Applicant's Name: Michael F. Williams  
Firm Name: Kirkland & Ellis LLP  
Address: 655 Fifteenth Street, N.W.  
City/State/Zip: Washington, D.C. 20005-5793  
Phone Number: (202) 879-5123  
Fax Number: (202) 879-5200

are admitted to practice *pro hac vice* as counsel for Bain Capital LLC in the above captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. Counsel shall forward the *pro hac vice* fee to the Clerk of Court.

Dated: \_\_\_\_\_, 2007

New York, New York

\_\_\_\_\_  
United States District Judge